



CORPORATE SECRETARY FORUM – WINTER

Wednesday, November 8, 2023
In-person event: Clifford Chance offices, New York

AGENDA

8.15 am **Registration, networking and refreshments**

9.00 am **Opening remarks: Welcome to the forum**

9.15 am **Getting ready for 2024: What should be on your board's agenda**

The year 2024 promises to bring many new challenges for boards and corporate secretaries. From the impact of looming regulatory changes to the rise of new technologies and cyber-security concerns, boards will need to adapt and evolve to meet the expectations of investors, regulators and society.

Join this panel for a bird's eye view of which issues your board will need oversight on for the next 12 months, while reflecting on the many lessons learned from 2023.

- Discover what adjustments are needed to stay ahead of the curve as SEC disclosure requirements continue to evolve
- Hear about the emerging challenges posed by the rise of generative artificial intelligence (AI)
- Consider the key takeaways from 2023 and how these lessons can be incorporated into your strategy for the year ahead

Moderator: Ben Maiden, editor-at-large, Governance Intelligence
Brady Long, executive vice president and general counsel, Transocean
Kimberly Simpson, chief operating officer, general counsel and corporate secretary, The National Association of Corporate Directors (NACD)

10.00 am **Coffee break and networking**

10.30 am **Preparing your proxy statement in 2024: Best practices and trends**

As a key vehicle for shareholder communication, the preparation of the proxy statement is an enduringly vital function for a corporate secretary.

This panel will provide practical tips and insights on how to prepare a clear, concise and effective proxy statement that showcases your company's current performance and strategy, while also reflecting the latest trends and expectations from investors and regulators.

- Learn how to make the most of your company's story around key issues such as ESG disclosures, human capital, diversity & inclusion and shareholder engagement
- Discover what issues investors want to see addressed and what disclosures are necessary to meet regulatory requirements
- Hear innovative suggestions around visual design, storytelling techniques and interactive communications



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Angela Grant, chief legal officer and corporate secretary, Palomar
Ki Hoon Kim, associate general counsel, Hewlett Packard Enterprise
Adriana Mitchell, senior vice president and senior associate general counsel, Global Payments

11.15 am **Minimizing risk in a changing world: Assessment, management and resilience**

Against a backdrop of increased shareholder activism, volatile geopolitical tensions, unprecedented levels of cyber-threat and the emergence of new, as yet unmapped, AI technology, risk management is top of mind for governance professionals globally.

In this session, panelists will explore the significant risks posed to the business environment and how attendees can best prepare for the long-term sustainability of their company.

- Learn about the key issues and trends that will shape the risk landscape in 2024 and beyond
- Discover how to develop a robust risk-management framework that works for you and your board
- Discuss best practices for creating a culture of risk awareness and accountability

Moderator: Lauren McDonald, conference producer, Governance Intelligence
Seth Gastwirth, deputy general counsel and assistant corporate secretary, Jones Lang LaSalle
Brian Short, partner, Ballard Spahr

12.00 noon **Building a high-performing board: How to evaluate expertise and diversity**

As the ultimate decision-making body of a company, the board must have the right mix of skills, experience and perspectives that reflect the company's business, stakeholders and environment.

Join this session to hear how corporate secretaries can assess the current and future needs of the board to establish a team that meets – and exceeds – the expectations of all stakeholders.

- Discover how to identify which specialized skills are vital to your board composition and that most align with your company's goals
- Hear how to identify the best candidates through innovative targeting and out-of-the-box thinking
- Debate what skills should be prioritized when training your directors

Moderator: Steve Wade, head of content, Governance Intelligence
Tina Carew, general counsel and secretary, Invesco Mortgage Capital, and associate general counsel, Invesco
Jim Polehna, former chief investor relations officer & corporate secretary, Kelly Services
Leahruth Jemilo, vice president and head of ESG advisory, Corbin Advisors

12.45 pm **Lunch break**

1.45 pm **ChatGPT and the board: What governance teams need to know about AI**



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AI is transforming the world and the way businesses operate. It offers new opportunities for innovation, efficiency and competitiveness, but also poses new challenges and risks for governance, ethics and oversight.

This panel will explore the key issues and trends that will shape the board's role and responsibilities in AI in 2024 and beyond. The panelists will share their insights and best practices on how to develop an AI strategy and governance framework, how to assess and disclose AI risks and opportunities, and how to engage with internal and external stakeholders on AI matters.

- Learn how governance teams can provide oversight of the use of generative AI at enterprise level
- Debate the opportunities and limitations of using AI to increase the efficiency of governance functions
- Hear how to manage digital risk across your organization
- Discover how to prepare your board with the skills needed to embrace a constantly evolving technological landscape

Moderator: Lauren McDonald, conference producer, Governance Intelligence

Marion Lewis, CEO, Govenda

Jonathan Yellin, general counsel, executive vice president and chief compliance officer, Charles River Associates

2.15 pm Crisis communications and board simulations: How to prepare and respond effectively in troubling times

In a world where public crises are inevitable and unpredictable, protecting your company's reputation, performance and sustainability is vital.

This session will provide practical tips on how to develop and implement a crisis communications strategy that prepares you and your board for a resilient and robust response to any eventuality. Panelists will also explore utilizing board simulations as a powerful tool for training and testing any gaps in your capabilities.

- Learn how boards and governance teams can enhance skills and confidence when faced with company crises
- Discover how to identify weaknesses in your crisis preparation
- Discuss the best use of board simulations as a teaching and skills-building exercise

Moderator: Steve Wade, head of content, Governance Intelligence

Michelle Bryan, general counsel and chief administrative officer, Intelsat

Alexis Freeman, general counsel, Lindblad Expeditions

Edward Rockwell, senior vice president, general counsel & secretary, EPAM Systems

3.00 pm Roundtables: Best practices on board management



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Enjoy meeting your peers while discussing any of the following topics and sharing insights. At the end of the session, hear a roundup of lessons learned so you can apply these to board management when back in the office.

- How to approach board evaluations and self-assessment
- How to plan board refreshment and succession planning
- How to communicate board composition strategy with shareholders

3.45 pm **Summary and closing remarks**

4.00 pm **Conference ends and onto the Corporate Governance Awards ceremony**